SEC 1972 (6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED

AUG 0 3 2006

THOMSON FINANCIAL

UNITED STATES
ECURITIES AND EXCHANGE COMMISSION
ECEIVED Washington, D.C. 20549

JUL 2 7 2006

FORM D

PUTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Expires: May 31, 2005
Estimated average burden hours per response I

OMB APPROVAL

SEC USE ONLY							
Prefix	Serial						
DATE	RECEIVED						
DATE	KECEIVED						

Name of Offering:

Common Stock (check below if this is an amendm	ent and name has changed, and indicate change.)	
Filing Under (Check box(es) that : [] Rule 504 [] Rule 505	apply): [X] Rule 506 [] Section 4(6) [] ULOE	
Type of Filing: [X] New Filing	[] Amendment	06043471
	A. BASIC IDENTIFICATION DATA	

1. Enter the information requested about the issuer.

Name of Issuer:

Clean Earth Solutions, Inc.

(check above if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices:

1426 Presioca Street, Spring Valley, CA 91977

(619) 261-2386

Number and Street, City, State, Zip

Telephone Number (include area code)



Address of Principal Business Operations (if different from Executive Offices): (same as above) Number and Street, City, State, Zip Telephone Number (include area code) Brief Description of Business: Recycling company Type of Business Organization: [X] corporation [] limited partnership, already formed other (please specify): [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [March] [06] [X] Actual [] Estimated

GENERAL INSTRUCTIONS:

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Jurisdiction of Incorporation or Organization (enter two-letter U.S. Postal Service abbreviation for State):

(CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires that payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

2. Enter the information requested for the following:

Check Box(es)

that Apply:

[] Promoter

Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partner of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) [] Promoter [X] Beneficial [X] Executive [X] Director [] General and/or Officer that Apply: Owner Managing Partner Full Name (Last name first, if individual): Dr. Michael Eley Business or Residence Address (Number and Street, City, State, Zip): 1426 Presioca Street, Spring Valley, California 91977 [] General and/or Check Box(es) Promoter | [X] Beneficial [] Executive [X] Director that Apply: Owner Officer Managing Partner Full Name (Last name first, if individual): Donald Malley Business or Residence Address (Number and Street, City, State, Zip): 1426 Presioca Street, Spring Valley, California 91977 Check Box(es) [] Promoter [X] Beneficial [X] Executive [X] Director [] General and/or that Apply: Owner Officer Managing Partner Full Name (Last name first, if individual): **Eddie Campos** Business or Residence Address (Number and Street, City, State, Zip): 1426 Presioca Street, Spring Valley, California 91977 [] General and/or Check Box(es) [] Promoter [X] Beneficial [X] Executive [X] Director Owner Officer Managing that Apply: Partner Full Name (Last name first, if individual): Darren Pedersen Business or Residence Address (Number and Street, City, State, Zip): 1426 Presioca Street, Spring Valley, California 91977

[] Executive

Officer

[X] Director

[] General and/or

Managing Partner

[X] Beneficial

Owner

Dana Curtis	
Business or Residence Address (Number and Street, City, State, Zip):	
1426 Presioca Street, Spring Valley, California 91977 Check Box(es) [] Promoter [] Beneficial [] Executive [] Direct that Apply: Owner Officer	ctor [] General and/o Managing Partner
Full Name (Last name first, if individual):	
Business or Residence Address (Number and Street, City, State, Zip):	
Check Box(es) [] Promoter [] Beneficial [] Executive [] Direct that Apply: Owner Officer	ctor [] General and/o Managing Partner
Full Name (Last name first, if individual):	
Business or Residence Address (Number and Street, City, State, Zip):	
Check Box(es) [] Promoter [] Beneficial [] Executive [] D that Apply: Owner Officer	irector [] General and/or Managing Partner
Full Name (Last name first, if individual):	i di dici
Business or Residence Address (Number and Street, City, State, Zip):	
Check Box(es) [] Promoter [] Beneficial [] Executive [] Ditat Apply: Owner Officer	irector [] General and/or Managing Partner
Full Name (Last name first, if individual):	T witter
Business or Residence Address (Number and Street, City, State, Zip):	
Check Box(es) [] Promoter [] Beneficial [] Executive [] D	Director [] General and/or Managing
that Apply: Owner Officer	Partner

Check Box(es) [] Promoter [] Beneficial [] Executive [] Director [] General and/or that Apply: Owner Officer Managing Partner	
Full Name (Last name first, if individual):	
Business or Residence Address (Number and Street, City, State, Zip):	
Use blank sheet, or copy and use additional copies of the sheets, as necessary.	
B. INFORMATION ABOUT OFFERING	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? [] Yes [X] No)
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from individual?	_
3. Does the offering permit joint ownership of a single unit?	,
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual):	•
Business or Residence Address (Number and Street, City, State, Zip):	
Name of Associated Broker or Dealer:	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers: (Check "All States" or check individual states below: [] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY [NC] [ND] [OH] [OK [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WV] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual):]
Business or Residence Address (Number and Street, City, State, Zip):	

Name of Associated Broker or Deale	r
------------------------------------	---

							it Purchas	sers:				
(Check	"All Stat	es" or ch	eck indivi	dual state	s below:	[] A	II States					
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY	[NC]	[ND]	[OH]	[OK	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WV]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name firs	st, if indiv	idual):								
Busines	ss or Resi	dence Ad	ldress (Ni	ımber and	i Street, C	City, State	e, Zip):					
Name o	f Associa	ited Brok	er or Dea	ler:			<u></u>					
			isted has seck indivi				t Purchas	sers:				
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IL)	[IN]	[A]	=	[KY]	[LA]	[ME]		[MA]	MI	[MN]	MS	[MO]
MT	[NE]	ואאו	[NH]	[NJ]	[NM]	NY	INC I	[ND]	[OH]	lok	OR]	[PA]
RI]	[SC]	[SD]	[TN]	[XX]	įτυj	[VT]	[VA]	[wv]	[WV]	į wij	[WY]	[PR]
Use bla	nk sheet	, or copy	and use	addition	al copies	of the sh	eets, as n	ecessary	•			

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \square , and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Aiready Sold
Debt	\$ 0	\$ <u>0</u>
Equity	\$ <u>60.00</u>	\$ 0
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ 60.00	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero".

Accredited Investors	Number of Investors	Aggregate Dollar Amount of Purchases \$ 60.00
Non-accredited Investors		\$ \$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the infor issuer, to date, in offerings of the types indicated, the twelve (12) mont offering. Classify securities by type listed in Part C-Question 1.		
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4.a. Furnish a statement of all expenses in connection with the issuance offering. Exclude amounts relating solely to organization expenses of subject to future contingencies. If the amount of an expenditure is not to the left of the estimate.	the issuer. The informa	ation may be given as
Transfer Agent's Fees	[]	
Printing and Engraving Costs		
Legal Fees	• •	-
Accounting Fees		\$
Engineering Fees		\$ \$
Other Expenses:	······································	\$
Total	[X]	\$ 60.00
b. Enter the difference between the aggregate offering price given in requestion 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."	on 4.a. This mer used or proposed to n estimate and check to	be used for each of the
Salaries and fees	Payments to Officers, Directors and Affiliates []	to Others
Purchase of real estate	[]	
Purchase, rental or leasing and installation of machinery and equipment	[]	[] \$
. ,	[]	[]

Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of sec involved in this offering that may be used in exchange for or securities of another issuer pursuant to a merger)	41	[] \$
Repayment of indebtedness	\$	\$
Working capital	\$	\$
Other (specify):		
	[] \$	[] \$
Column Totals	§	[] \$
Total Payments Listed (column totals added)	\$ <u>0</u>	\$
D. FEDERAL	SIGNATURE	
The issuer has duly caused this notice to be signed by the under Rule 505, the following signature constitutes as und Exchange Commission, upon written request of is staff, the accredited investor pursuant to paragraph (b)(2) of Rule 50 Issuer (Print or Type)	ertaking by the issuer to furnish to the information furnished by the issue	he U.S. Securities and
Clean Earth Solutions, Inc.		7/26/06
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Eddie Campos	President	
		7,100
	NTION	
Intentional misstatements or omissions of fact constitu	te federal criminal violations. (Sec	e 18 U.S.C. 1001)
E. STATE S	SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently sub	ject to any of the disqualification pr	rovisions of such rule? [] Yes [X] No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Clean Earth Solutions, Inc.	El Cap	7/26/06
Name of Signer (Print or Type)	Title (Print or Type)	
Eddie Campos	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3		4				5
			i I	1	·				lification
									r State
			Type of security					UI	LOE
		to sell	and aggregate		(if yes, attach				
1		ccredited	offering price		Type of inv			explanation of	
		s in State	offered in State		amount purch	ased in State		waiver granted)	
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-l	tem 2)		(Part E	-Item 1)
		ļ				Number			
				Number		of Non-			
				of		Accredit			
State	Yes	No		Accredit	Amount	ed	Amount	Yes	No
				ed		Investors			
				Investors					
AL		Х	Common stock	2	\$20.00				X
AK						 			
AZ						ļ	···		
AR					A 26.22	1			<u>-</u>
CA		X	Common stock	3	\$30.00	ļ <u></u>			X
CO						<u> </u>			
CT						ļ			
DE					·				
DC	ļ								
FL					·	<u> </u>			
GA						·			
HI									
ID									
IL						-			
IN IA									
KS						-			
KY									
LA						 			
ME									
MD						 			
MA						<u> </u>			
MI						 			
MN						 			
MS	L	х	Common stock	1	\$10.00	1	· · · · · · · · · · · · · · · · ·		X
МО									
MT		<u></u>				 			
NE									
NV									
NH									
NJ						<u>† </u>			
NM									
NY									
NC									
ND									
ОН									
OK									

OR		 			
PA					

APPENDIX (con't)

1 1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3	4				5 Disqualification	
}									
				}				under State	
			Type of security		ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
			and aggregate						
			offering price	Type of investor and amount purchased in State (Part C-Item 2)					
1			offered in State						
1			(Part C-Item 1)						
						Number of			
ļ		ļ		Number of		Non-			
		ĺ		Accredited		Accredited	[
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA	<u> </u>								
WA						L			
WV									
WI									
WY						<u> </u>			
PR									